

L020000022408

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

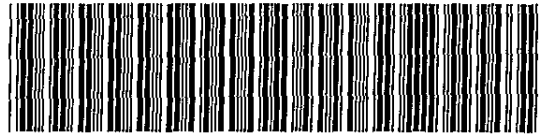
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



700009693557

01/03/03--01012--002 **60.00

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
03 JAN -2 PM 2:44

LA
2/5/03

QUALITY MEDICAL MANAGEMENT, INC.

NOTE: PROCESS SECOND

December 31, 2002

VIA EXPRESS MAIL

Florida Department of State
Registration Section, Limited Liability Companies
P.O. Box 6327
Tallahassee, Florida 32314

Re: Amendments and Restated Articles of Organization For West Boca Emergency
Medicine Specialists, L.C.

Dear Sirs:

LOZ-22408

Enclosed please find an original and a copy of the Amendment and Restated Articles of Organization for West Boca Emergency Medicine Specialists, L.C. This amendment was prepared by our firm's lawyer, Judson L. Owen, Esq.

Please file this amendment and certify the enclosed copy and send the copy back to me together with a status certificate. My address is as follows:

Mr. Steven Stern, CFO
Quality Medical Management, Inc.
3900 Hollywood Boulevard, Suite 101
Hollywood, Florida 33021

We are enclosing a check in the amount of \$60 payable to the Florida Secretary of State to cover: (i) the filing fee for the amendment; (ii) the cost of a certified copy; and (iii) for a certificate of status.

If you have any questions about any of this, please do not hesitate to contact me at the telephone number set forth below. Thank you very much for your attention and cooperation.

Very truly yours,

Quality Medical Management, Inc.



Steven Stern, CFO

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
03 JAN -2 PM 2:44



FLORIDA DEPARTMENT OF STATE

Jim Smith
Secretary of State

January 6, 2003

MR. STEVEN STERN, CFO
QUALITY MEDICAL MANAGEMENT, INC.
3900 HOLLYWOOD BOULEVARD, SUITE 101
HOLLYWOOD, FL 33021

SUBJECT: WEST BOCA EMERGENCY MEDICINE SPECIALISTS, L.C.
Ref. Number: L02000022408

We have received your document for WEST BOCA EMERGENCY MEDICINE SPECIALISTS, L.C. and your check(s) totaling \$60.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Your document requests an effective date of January 1, 2003, but because we received the document on January 2, 2003, this is the earliest filing date it can be given: we cannot file it with an effective date of January 1st. You may choose to have no effective date, or you may choose an effective date that is up to 90 days from January 2, 2003.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6958.

Lee Rivers
Document Specialist

Letter Number: 903A00000599

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
03 JAN -2 PM 2:44

QUALITY MEDICAL MANAGEMENT, INC.

February 3, 2003

VIA EXPRESS MAIL

Florida Department of State
Ms. Brenda Tadlock
Registration Section, Limited Liability Companies
P.O. Box 6327
Tallahassee, Florida 32314

Re: Reference Number L02000022408; Letter Number 903A00000599; Amendments and Restated Articles of Organization For West Boca Emergency Medicine Specialists, L.C.

Dear Ms. Tadlock:

Enclosed please find a copy of the above referenced letter dated January 6, 2003, from the Florida Department of State. I am also enclosing an original and a copy of the Amendment and Restated Articles of Organization for West Boca Emergency Medicine Specialists, L.C.

As you can see from the Amendment the problem with the effective date occurring on a day when the Florida Department of State was closed, was solved by removing the "effective date" Article. Even though the Amendment was entered into and signed on the 31st, and delivered to your P.O. Box on the first, we understand that you were closed on that date for New Year's Day.

Please process the Amendment for administrative purposes as of the office's opening after the holiday. Please also certify the enclosed copy and send the copy back to Mr. Steven Stern, together with a status certificate. Mr. Stern's address is as follows:

Mr. Steven Stern, CFO
Quality Medical Management, Inc.
3900 Hollywood Boulevard, Suite 101
Hollywood, Florida 33021

AS WE UNDERSTAND IT, YOU KEPT THE CHECK FOR
~~Enclosed please find a check in the amount of \$60 payable to the Florida Secretary of State to cover: (i) the filing fee for the amendment; (ii) the cost of a certified copy; and (iii) for a certificate of status.~~

If you have any questions about any of this, please do not hesitate to contact Mr. Stern at the telephone number set forth below. Thank you very much for your attention and cooperation.

Very truly yours,

Quality Medical Management, Inc.


Judson L. Owen, General Counsel

cc: Richard Comiter, Esq.

3900 Hollywood Blvd., Suite 101 • Hollywood, Florida 33021 • 954-894-0800 (Voice) 954-894-1166 (Fax)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
JAN 12 PM 2:44

AMENDED AND RESTATED ARTICLES OF ORGANIZATION

OF

WEST BOCA EMERGENCY MEDICINE SPECIALISTS, L.C.

The undersigned certifies and declares that the undersigned is signing and filing these Amended and Restated Articles of Organization, for the purpose of amending and restating, as of December 31, 2002, the Articles of Organization of West Boca Emergency Medicine Specialists, L.C., a limited liability company existing under the laws of the State of Florida. It is further certified and declared that the following amended and restated Articles shall serve as the charter and authority for the conduct of business of West Boca Emergency Medicine Specialists, L.C.

ARTICLE I

NAME AND PRINCIPAL OFFICE

The name of the limited liability company shall be West Boca Emergency Medicine Specialists, L.C., and its mailing address and its principal office shall be located at 3900 Hollywood Boulevard, Suite 101, Hollywood, Florida 33021, in the County of Broward, in the State of Florida; but it shall have the power and authority to establish branch offices at any other place or places as the member(s) may designate.

ARTICLE II

PURPOSES AND POWERS

In addition to the powers authorized by the laws of the State of Florida for limited liability companies, the general nature of the business or businesses to be transacted, and which the limited liability company is authorized to transact, shall be as follows:

To engage in any activity or business authorized under the Florida Statutes.

ARTICLE III

EFFECTIVE DATE OF LIMITED LIABILITY COMPANY'S EXISTENCE

The limited liability company's effective date of existence began on August 2, 2002, and the date of filing of its Articles with the Florida Department of State was August 8, 2002.

ARTICLE IV

DURATION

The period of duration of the limited liability company shall be perpetual.

ARTICLE V

MANAGEMENT OF THE LIMITED LIABILITY COMPANY

This limited liability company is to be member managed. The name and address of the entities who shall serve as managing member until the next annual meeting of members or until a successor is elected and qualified is as follows: (i) West Boca EMS, MM, L.C., a Florida limited liability company, whose address is 3900 Hollywood Boulevard, Suite 101, Hollywood, Florida 33021; and (ii) JBEMS,

TM, L.C., whose address is 3900 Hollywood Boulevard, Suite 101, Hollywood, Florida 33021 .

ARTICLE VI

ADMISSION OF ADDITIONAL MEMBERS

The members, by a vote of a majority in interest of the members entitled to vote, shall have the right to admit additional members as provided by the Florida Limited Liability Company Act, as same may be amended from time to time.

ARTICLE VII

MEMBERS' RIGHTS TO CONTINUE BUSINESS

The death, retirement, resignation, expulsion, dissolution, bankruptcy, dissociation, or withdrawal of any member, or the occurrence of any other event that terminates the continued membership of any member shall not cause the limited liability company to be dissolved or its affairs to be wound-up, and upon the occurrence of any such event, the limited liability company shall be continued without the dissolution and without any affirmative action or requirement on the part of the members.

ARTICLE VIII

INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of the limited liability company is at 3900 Hollywood Boulevard, Suite 101, Hollywood, Florida 33021. The name of the limited liability company's initial registered agent at that office is Mr. Steven Stern.

The undersigned being the managing members of the limited liability company, certify that this instrument as amended and restated herein constitutes the Articles of Organization of West Boca Emergency Medicine Specialists, L.C.

Executed by the undersigned members at Hollywood, Florida.

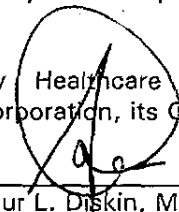
JBEMS, TM, L.C., a Florida limited liability Company

By: 
Jack L. Harari, M.D., managing member

West Boca EMS MM, L.C. a Florida limited liability company, managing member

By: Quality Healthcare LLLP, A Delaware limited liability limited partnership, its sole member

By: Quality Healthcare Holdings, Delaware corporation, its General Partner

By: 
Arthur L. Diskin, M.D., President

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
03/JAN - 2
PM 2:44

**STATEMENT AND CERTIFICATE
DESIGNATING REGISTERED AGENT AND OFFICE**

State of Florida
County of Broward

Pursuant to the provisions of Sections 608.415 and 608.407(1)(c) of the Florida Limited Liability Company Act, the limited liability company identified below submits the following statement in designating its registered office and registered agent in the State of Florida:

The name of the limited liability company is West Boca Emergency Medicine Specialists, L.C.

The name of the registered agent for West Boca Emergency Medicine Specialists, L.C., is Steven Stern, and the street address of the company's principal office where the agent is located is 3900 Hollywood, Boulevard, Suite 101, Hollywood, Florida 33021.

This Statement is to acknowledge, as indicated above, that West Boca Emergency Medicine Specialists, L.C., has appointed me, Mr. Steven Stern, as its registered agent to accept service of process for the company at the place designated above in this Certificate. I accept this appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

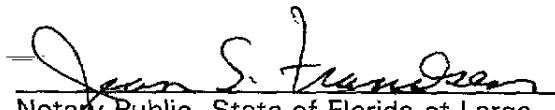
Dated: 12-31-02



Steven Stern

FILED
03 JAN - 2 PM '04
SECRETARY OF STATE
DIVISION OF CORPORATIONS

The foregoing instrument was acknowledged before me this 31ST day of DECEMBER 2002, by Steven Stern, resident agent on behalf of West Boca Emergency Medicine Specialists, L.C., a Florida limited liability company. Mr. Steven Stern is personally known to me or has produced a Florida Drivers License as identification.

My commission expires:


Notary Public, State of Florida at Large

 Jean S Frandsen
My Commission CC900742
Expires January 09, 2004